

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO BAY AREA RAPID
TRANSIT DISTRICT,

Plaintiff,

vs.

GE TRANSPORTATION SYSTEMS
GLOBAL SIGNALING, LLC,

Defendant.

AND RELATED COUNTERCLAIM

Case No. C 06 3749 JSW

**PROPOSED ORDER APPOINTING
SPECIAL MASTER**

Complaint Filed: June 13, 2006
Trial Date: April 13, 2009

Plaintiff SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT ("Plaintiff") and
defendant GE TRANSPORTATION SYSTEMS GLOBAL SIGNALING, LLC ("GE")
(collectively "the Parties") have presented the court with a stipulation regarding the appointment
of a Special Master for the purpose of certain discovery matters. Good cause appearing, it is
hereby ordered:

The Court appoints the Hon. William L. Bettinelli (Ret.) to be Special Master to hear and
rule upon all discovery disputes between the Parties with the exception of disputes pertaining to
the Plaintiff's claim that GE is required to produce the AATC project source code and

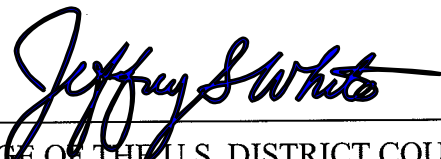
1 information related to such code. Disputes concerning the source code and information related to
2 it shall be litigated by motions directed to the Court.

3 The Special Master: (a) shall review only the pleadings of this case and those materials
4 submitted to him by the Parties; (b) may communicate ex parte with the Court, but may not
5 communicate ex parte with a single party except for the purpose of scheduling; (c) shall preserve
6 all materials submitted to him by the Parties until he is instructed by the Court or by both Parties
7 to do otherwise; (d) shall have the authority to determine the appropriate deadlines for all
8 discovery disputes; (e) shall have the authority to regulate all proceedings and take all appropriate
9 measures to perform fairly and efficiently his assigned duties; (f) may conduct evidentiary
10 hearings if necessary to resolve discovery disputes and may exercise the power of the Court to
11 compel, take and record evidence; (g) may by order impose upon a party any noncontempt
12 sanction provided by Rule 37 or Rule 45, and may recommend a contempt sanction against a
13 party and sanctions against a non party; and, (h) shall file every order he issues with the Court so
14 that it may be entered by the clerk on the docket.

15 The Special Master's decisions will be subject to review by the Court only for clear error.
16 F.R.Civ.P. 53(g)(3)(A). A party wishing to challenge a decision of the Special Master must file a
17 motion to the Court within 21 days from the date the challenged order of the Special Master is
18 rendered, which time may be extended by the Court for good cause.

19 The Parties will share equally the Special Master's fees and charges, according to the
20 Parties' fee agreement with the Special Master, and will promptly pay their shares upon receipt of
21 invoices from the Special Master.

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23 DATED: April 24, 2007
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27 JUDGE OF THE U.S. DISTRICT COURT
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